



FEDERAL ELECTION COMMISSION

WASHINGTON, D C 20463

NOV 1 2004

David O. Stewart, Esq.
Ropes & Gray
1301 K Street, NW
Suite 800 East
Washington, D.C. 20005-7008

RE: MUR 5020
Harrah's Entertainment, Inc.
Atlantic City Showboat, Inc.
Marina Associates

Dear Mr. Stewart:

On October 3, 2001, the Federal Election Commission found reason to believe that your clients, Harrah's Entertainment, Inc., Atlantic City Showboat, Inc. and Marina Associates, violated 2 U.S.C. § 441b(a). At your request, on October 28, 2004, the Commission determined to enter into negotiations directed towards reaching a conciliation agreement in settlement of this matter prior to a finding of probable cause to believe.

Enclosed is a conciliation agreement that the Commission has approved in settlement of the matter. If your clients agree with the provisions of the enclosed agreement, please sign and return it, along with the civil penalty, to the Commission. In light of the fact that conciliation negotiations, prior to a finding of probable cause to believe, are limited to a maximum of 30 days, you should respond to this notification as soon as possible.

If you have any questions or suggestions for changes in the agreement, or if you wish to arrange a meeting in connection with a mutually satisfactory conciliation agreement, please contact me at (202) 694-1650.

Sincerely,

A handwritten signature in cursive script that reads "Delbert K. Rigsby".

Delbert K. Rigsby
Attorney

Enclosure
Conciliation Agreement